

EXHIBIT A

McGirr, Andrew

From: Howe, Eoghan
Sent: 03 October 2018 15:51
To: Nolan, Stephanie
Subject: FW: Introduction [MHC-MHCDMS.FID3684919]
Attachments: BOI1.pdf

From: Mark Scott [mailto:msscottlaw@gmail.com]
Sent: 13 March 2016 23:26
To: Ceannt, Deirdre; Begley, Greg
Subject: FW: Introduction [MHC-MHCDMS.FID3684919]

From:
Sent: None
To: Ceannt, Deirdre <Deirdre.Ceannt@boi.com>; Claire Lord <clord@MHC.ie>; Begley, Greg <Greg.Begley@boi.com>
Cc: Collins, Derek <Derek.Collins@boi.com>; John Gulliver <jgulliver@MHC.ie>; Laura Kearney <lkearney@MHC.ie>; drpike@msicbvi.com; msscott@msicbvi.com
Subject: RE: Introduction [MHC-MHCDMS.FID3684919]

Hi Deirdre.

Please find attached the completed and signed Company Questionnaire you had forwarded to me. As requested, I have made an attempt at an organizational chart, but have to admit that I am not an expert with Power Point, which prompted a couple of manual insertions by pen. I think the short Mission Statement that I am including will give your team an idea of what we are trying to accomplish.

Further, for your files and review, I have attached:

1. Certificate of Incorporation of MSS International Consultants (BVI), Ltd. (the General Partner of the BVI Investment Fund) plus the ownership and general register. Please be advised that we have added a Director, David Pike, since. He will be responsible for Operations of all entities and assist with the IT and other operational due diligence of any portfolio target companies. I have included his Director Acceptance Letter;
2. Memorandum of Partnership of Fenero Equity Investments L.P.;
3. KYC information regarding David Pike and myself we used for one of the BVI bank openings

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Sent: Friday, March 11, 2016 11:44 AM
To: Claire Lord <clord@MHC.ie>; Begley, Greg <Greg.Begley@boi.com>; Mark Scott (msscottlaw@gmail.com) <msscottlaw@gmail.com>
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Subject: RE: Introduction [MHC-MHCDMS.FID3684919]

Hi Claire,

Thank you for the kind introduction.

Mark,

A pleasure to make your acquaintance.

By way on an introduction, I work with Greg on the Foreign Direct Investment team Bank of Ireland Corporate Banking looking after international companies setting up in Ireland from a banking perspective.

Would you be available for a call on Monday or Tuesday with either myself or Greg to discuss your requirements? Ahead of the call, please can you complete the attached company questionnaire.

I look forward to hearing from you,

Thank you and kind regards,
Deirdre

Deirdre Ceannt | Assistant Vice President
Bank of Ireland Corporate & Treasury
2 Burlington Plaza, Burlington Road, Dublin 4, Ireland
Tel: +353 76 624 4589 / Mob: +353 87 962 8782
Email: Deirdre.Ceannt@boi.com
Website: www.bankofireland.com/fdi
Follow us on [LinkedIn](#) and [Twitter](#)
Classification:

 Bank of Ireland

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Sent: 11 March 2016 16:23
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Cc: Ceannt, Deirdre; Collins, Derek; John Gulliver; Laura Kearney
Subject: Introduction [MHC-MHCDMS.FID3684919]

Greg and Mark

I would like to introduce you to each other.

By way of background, Mark Scott is establishing an investment business that will operate out of Ireland. Mark is hoping to establish a relationship with a bank in Ireland that can look after his needs. Perhaps you can start a conversation around this following this email and I would be happy to assist in any way that I can.

Kind regards

Claire

Claire Lord
Partner
MASON HAYES & CURRAN

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Company Questionnaire			
Entity Name	Fenero Equity Investments (Ireland), Ltd.	Country of Incorporation	Ireland
Group/Parent Company	Fenero Equity Investments L.P.	Company Website	Not yet ready
Company Contact (Position)	Mark S. Scott, Esq./CEO of General Partner, MSS International Consultants (BVI), Ltd.	Type of account(s) needed and currency	Checking, depository and escrow accounts in Euro.
Phone/Email Address	+1(305)5874030/msscott@msicbvi.com		
Question		Answer	
1. Principal Activities of the company / entity		Please see attached Mission Statement of the Parent company Fenero Equity Investments L.P. out of BVI. The Irish entity would be a holding company housing our back office/compliance and owning each Single Purpose Entity created for equity investment in target portfolio companies.	
2. What countries will the Entity most likely have transactions with?		Ireland, UK, Germany, Austria, Switzerland, Spain, France, China	
3. What is the percentage trade with these countries		There is no trade of products. And at this point hard to say where we will find viable investment targets that fit our overall strategy. At this point we really only know the markets we are most interested in. We are starting due diligence on two projects in London next week.	
4. Purpose and intended nature of account(s)		We will need accounts to pay our expenses, such as employees, offices, transactional expenses etc. in Ireland. We will need to deposit some material amounts from the Private Equity Funds main off-shore accounts from time to time as proof of funds or to consummate transactions in Europe.	
5. Anticipated annual turnover of the account		At this point I would estimate approximately Euro 10,000,000 to 25,000,000.	
6. Estimated Percentage of overall account turnover that is cash based: 0-29% / 30-49% / 50-100%		30 – 49%	
7. Type of Entity i.e. Stock Exchange Listed, Private Limited Company, SPV, Partnership, Pension or Other		The Irish entity is a Private Limited Company. The parent entity is a BVI Government Registered Approved Fund that is managed by a BVI Government approved Investment Manager.	
8. Who is the Ultimate Beneficial Owner of the Entity? ***Please attach company organizational chart***		The investors in the fund are the Limited Partners that ultimately own the structure. I can share KYC on the two existing LPs with you separately. A hand drawn organizational chart is attached. All investors are Non-US based and are from Europe.	
9. Number of employees expected in 5 years		For all entities under the holding structure about 100.	
10. What is the source of the funds that will be credited to the Entity's account		The funds will be directed to BOI by the General Partner and Investment Manager of Fenero Equity Investments L.P. out of the Equity Fund's accounts from BVI. The GP is MSS International Consultants (BVI), Ltd., owned by me solely.	
11. Name and Address of Entity's auditors/solicitors		Solicitors: <u>Outside General Counsel:</u> MASON HAYES & CURRAN South Bank House, Barrow Street, Dublin 4, Ireland. t +353 1 614 5000 f +353 1 614 5001 Claire Lord and John Gulliver.	

Transactional Special Counsel:

Arthur Cox
Earlsfort Centre, Earlsfort Terrace
Dublin 2, Ireland
Brian O’Gorman and Ailish Finnerty

Auditors have not yet been hired. We are requesting proposals from BDO and Deloitte.

Name of Person providing this information: Mark S. Scott, CEO, MSS International Consultants (BVI), Ltd, as General Partner of Fenero Equity Investments L.P.

Signature:  Date: March 13, 2016

FENERO EQUITY INVESTMENTS MISSION STATEMENT

Fenero Equity Investments, Ltd, is \$100,000,000 open ended investment fund located in the British Virgin Islands (the "Fund" or "Fenero"), focusing on investments in the financial services industry in Europe, Asia and the Middle East. At this point, we fully expect to raise additional capital and start a series of approved funds with the same parameters. Due to its small investor base of wealthy families (the "Initial Investors") and its narrow investment strategy, the Fund requires very little staff, which will be located primarily in subsidiaries in Ireland and will rely in part on third party service providers in the areas of accounting, legal and business due diligence to identify appropriate investment opportunities, prior to activating its in-house teams to further investigate and negotiate such opportunity. Fenero will always fully control its capital and conduct its own stringent "KYC" of investors and final due diligence on any target companies internally.

Fenero has been created at the request of four (4) European based families that want to (i) take advantage of apparent and potential business synergies between them, (ii) aggregate their funds for larger transactions, and (iii) diversify and separate a portion of their capital from their individual family businesses. The Fund will basically be administered and managed in form of a multi "Family Office" by MSS International Consultants (BVI), Ltd. (the "Fund Manager"), which is ultimately owned by Mark S. Scott, Esq., an international expert in Mergers & Acquisitions, Private Equity and U.S. Securities Law. Mr. Scott started his career in the law firms of White & Case LLP, Baker McKenzie LLP and currently is the Managing Partner of Locke Lord LLP, an AmLaw 50 firm, in Miami. The Initial Investors of Fenero have been represented legally by Mr. Scott ranging from three (3) to twelve (12) years and have closed on in excess of \$2,100,000,000 in transactions under Mr. Scott's business and legal guidance.

The Fund Manager has engaged the premier law firms Appleby and Arthur Cox in the British Virgin Islands and Ireland, respectively, to assist with the fund structuring, registration and regulatory compliance and to act as General Legal Counsel going forward.

The Fund will provide economies of scale for the Initial Investors by leveraging the investment buying power of the group. The Initial Investors desire for the Fund to provide professional, private, and conflict-free management of their affairs to increase their wealth and to minimize their own efforts, except as serving as advisors to portfolio companies being acquired.

The primary objective is to invest into controlling positions of companies in the financial services industry, examples are community banks, credit card processors and issuers, new currencies, and to improve, grow and build great companies through equity and debt financing and providing the know-how and strategic relationships of our investors to these portfolio companies. We provide capital and experience to help companies in all phases of development achieve their full potential, and our track record, prior to the Fund, has included many successful start-ups, turnarounds and carve-outs from larger corporate partners. Our strategy is based on five key elements: high quality people, vertical expertise, value-added support, global integration and aligned incentives. We expect to provide returns exceeding 32% IRR on average. At this time, Fenero expects to fully invest and exit from its initial investments within a five (5) year term.

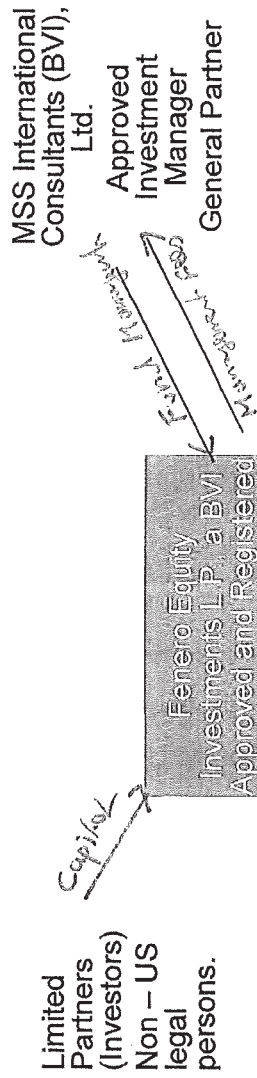
We help companies improve their competitive position by expanding into new products and markets, growing productivity and strengthening their organizations. Ultimately, we believe our growth-oriented model, results in stronger companies that employ the best people, are socially responsible, and deliver strong returns over the long-term.

Benefits of the Fenero Multi-Family Office approach:

- Advice is provided with a complete understanding of each family's assets and liabilities.
- Ensures all advisors work together in a coordinated manner toward an integrated wealth strategy.
- Provides benefits of combined purchasing power, allowing for reduced costs.
- Provides integrated plan for each family's complete financial affairs, including investments, wealth transfer strategies, and proactive tax planning and optimal ownership structures.
- Comprehensive approach to risk management, so we know our family and wealth are protected.
- Well thought-out investment policy and process that includes selection and oversight of money managers, effective diversification and consolidated performance reporting.
- Time saving and complexity management, by having a family office act as the quarterback to coordinate and oversee all the components of integrated financial affairs.
- The cost saving benefits of pooled purchasing power (with full confidentiality).
- Coordination of professional advisors – including lawyers, accountants, investment and insurance advisors – to ensure that each family's objectives are met.
- Proactive, personalized and highly responsive service of an employee-owned, boutique firm.

The Fund is only being offered to a handful of sophisticated high net worth investors that are competent in the industries the Fund is investing into. While there is no legal requirement for an Offering Memorandum, all Initial Investors have waived, or will waive, the requirement for an Offering Memorandum in their respective subscription agreements.

Fenero Equity Investments L.P. I (BVI) Organizational Chart



FENERO EQUITY INVESTMENTS
L.P. I (BVI)
APPROVED AND REGISTERED
INVESTMENT FUND

FENERO EQUITY INVESTMENTS
L.P. I (BVI)
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Sent: 03 October 2018 15:52
To: Nolan, Stephanie
Subject: FW: Introduction [MHC-MHCDMS.FID3684919]

From: MSSLAW [mailto:msscottlaw@gmail.com]
Sent: 18 March 2016 23:40
To: Ceannt, Deirdre
Subject: Re: Introduction [MHC-MHCDMS.FID3684919]

Hi Deirde,

I am actually in Austria at this time meeting with investors. I think you may be an hour ahead. Please call my cellular at +1 305 587-4030 on Monday. Looking forward.

Best regards,

Mark

Mark S. Scott, P.L.
Managing Member

Sent from my iPad. Please excuse typos.

On Mar 18, 2016, at 6:06 PM, Ceannt, Deirdre <Deirdre.Ceannt@boi.com> wrote:

Hi Mark,

Apologies for only getting back to you now and thank you for sending the company questionnaire.

Would you be free on Monday at 4pm Irish time / 12pm US time to have a call regarding your banking requirements?

Thank you and kind regards,
Deirdre

Deirdre Ceannt | Assistant Vice President
Bank of Ireland Corporate & Treasury
2 Burlington Plaza, Burlington Road, Dublin 4, Ireland
Tel: +353 76 624 4589 / Mob: +353 87 962 8782
Email: Deirdre.Ceannt@boi.com
Website: www.bankofireland.com/fdi
Follow us on [LinkedIn](#) and [Twitter](#)
Classification:
<image001.png>

Case 1:17-cr-00635-ER Document 140-1 Filed 10/07/19 Page 13 of 17

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Partner
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d +353 1 614 5204 **m** +353 86 8051354
e clord@mhc.ie **w** MHC.ie

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